

Number of Company - 1536570

COMPANIES ACT 1985

SPECIAL RESOLUTIONS

of

LANCASTER PLC

At an Annual General Meeting of the Company duly held and convened at Great Eastern Hotel, Bishopsgate, London EC2 on 25th May, 1988 the following Special Resolutions were duly passed:

1. THAT the Directors be and are hereby authorised to make such alterations to Rule 7 of the rules of the Executive Share Option Scheme which were adopted by the Company on 16th June, 1987 as it may think necessary or desirable for the purpose of making Rule 7 accord with the law as amended by Section 59(3) of the Finance (No. 2) Act 1987.
2. THAT the Directors be empowered pursuant to Section 95 of the Companies Act 1985 to allot any equity securities of the Company under the authority conferred on them by the special resolution approved in the general meeting on 25th June, 1987 as if Section 89(1) of the said Act did not apply to any such allotment provided that this power shall be limited to:
 - (i) the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of or requirements of any recognised regulatory body or any stock exchange in any territory);
 - (ii) the allotment (otherwise than pursuant to sub paragraph (i) above) of equity securities up to an aggregate nominal value of £300,000;

and shall expire on the date of the next Annual General Meeting of the Company after the passing of this resolution save that the Company may before any such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

J. H. Brown

CHAIRMAN

